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CLERK US DISTRICT COURT DISTRICT OF NEVADA	
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 8 **UNITED STATES DISTRICT COURT**
DISTRICT OF NEVADA

9 In re:

10 USA COMMERCIAL MORTGAGE
 11 COMPANY,

12 Debtor.

Case No. 2:07-CV-892-RCJ-GWF-BASE
 and
 Case No. 3:07-CV-241-RCJ-GWF

Date: 11/16/09
 Time: 10:00 a.m.

13 **ORDER GRANTING MOTION TO AUTHORIZE PAYMENT**
OF RECEIVERSHIP EXPENSES (#1519)

14 The Receiver's Motion to Authorize Payment of Receivership Expenses in the above-
 15 entitled action came on regularly for hearing on November 16, 2009; Terry A. Coffing, Esq. of
 16 the law firm of Marquis & Aurbach, appearing on behalf of the Receiver, Tom Grimmett; Janet
 17 L. Chubb, Esq., of the law firm of Jones Vargas, appearing on behalf of the JV Direct Lenders;
 18 Robert M. Millimet, Esq. and McAlan Duncan, Esq., of the law firm of Bickel & Brewer,
 19 appearing on behalf of Certain Direct Lenders; Katherine Windler, Esq. of the law firm of Bryan
 20 Cave, LLP, appearing on behalf of Silar Advisors, et al. ("Silar"); Phillip M. Hymanson, Esq., of
 21 the law firm of Greenberg Traurig, LLP, appearing on behalf of Silar; and Randolph L. Howard,
 22 Esq., of the law firm of Kolesar & Leatham, appearing on behalf of Asset Resolution, the Court
 23 having heard arguments of counsel, after due notice to the parties of this action, no opposition
 24 having been filed, and for good cause appearing, hereby makes the following findings of fact and
 25 conclusions of law:

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FINDINGS OF FACT

1. On or about April 31, 2009, the Court awarded reasonable fees and costs to the receivership in the amount of \$787,446.91;

2. On or about May 4, 2009, the funds currently held in Marquis & Aurbach's IOLTA Trust Account in the amount of \$162,214.93 were paid to the receivership;

3. On or about May 29, 2009, Silar, in its capacity as a party to the lawsuit, paid the sum of \$196,861.73 to the receivership representing twenty-five percent (25%) of the total expenses awarded;

4. On or about August 28, 2009, the Court ordered that \$45,000.00 be paid out of escrow to the receivership upon the closing of the 6425 Gess, Ltd. property sale to the Joint Venture, which was paid to the receivership on or about September 30, 2009; and

5. There is no objection to the payment of the outstanding fees and costs in the amount of \$383,370.25 to the receivership to assure reasonable compensation for the receivership's services.

CONCLUSIONS OF LAW

6. The entire \$383,370.25 in outstanding receivership fees and costs shall be assessed in gross against the money currently held in an escrow account by Silar representing the disputed "waterfall" funds (hereinafter the "Escrow Account");

7. Any payment of the outstanding balance owed to the receivership is subject to the approval of the United States Bankruptcy Court for the District of Nevada that currently has jurisdiction over the voluntary petitions for relief under Chapter 11 of Title 11 of the Bankruptcy Code filed by the Debtors, including but not limited to Asset Resolution, LLC;

8. The Court has proper jurisdiction to determine the allocation of the outstanding receivership's fees and costs;

9. The outstanding receivership fees and costs must be allocated against the ultimate distribution that is received by each Direct Lender and loan participant, including Asset Resolution, LLC, based on their respective loan interests;

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10. Subject to Court approval, the outstanding receivership fees and costs shall be allocated on a pro rata basis as specified in the "Pro Rata Allocation of the Receivership's Unpaid Fees and Costs," which is attached hereto as **Exhibit 1**. The Receiver's allocation is based upon which loans, in the Receiver's estimation, are likely to provide enough liquidity to cover the outstanding receivership expenses;

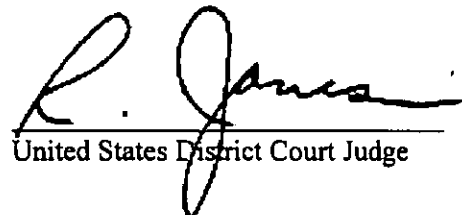
11. If loans evidenced by promissory notes were reduced to cash before the receivership commenced, the allocation will be based upon the gross dollar amount at the time of the Receiver's engagement;

12. If a particular loan has been foreclosed upon, then the allocation will be based upon the gross dollar value of the property received at the foreclosure sale;

13. If loans evidenced by promissory notes have not been converted to cash, the allocation will be based upon the total amount collected on the promissory note either through future foreclosure or collection proceedings; and, therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED, that the Motion to Authorize Payment of Receivership Expenses is hereby GRANTED.

IT IS SO ORDERED this 27th day of December, 2010.


 United States District Court Judge

Submitted by:

MARQUIS & AURBACH


By 
 TERRA A. COFFING, ESQ.
 Nevada State Bar No. 4949
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 10001 Park Run Drive
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 Attorneys for Tom Grimmett, as Receiver

EXHIBIT 1

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USA COMMERCIAL MORTGAGE COMPANY
PRO RATA PAYMENT OF FEES AND COSTS
File No. 10746-1

Property	Total Investment	Percentage of Investment	Total of Receiver and Marquis & Aurbach Percentage of Invoice
60th Street Venture, LLC	\$ 3,700,000.00	0.061217%	\$ 2,265.03
3685 San Fernando Road Partners (PAID)	\$ 1,822,630.78	0.089334%	\$ 1,628.22
5055 Collwood, LLC	\$ 964,895.48	0.061214%	\$ 590.65
6425 Gess, Ltd.	\$ 26,500,000.00	0.000000%	\$ -
Amesbury/Hatters Point	\$ 19,242,193.16	0.061218%	\$ 11,779.65
Anchor B, LLC (PAID)	\$ 5,835,422.00	0.061217%	\$ 3,572.29
Bar USA/\$15,300,000 (PAID)	\$ 5,681,149.26	0.089333%	\$ 5,075.16
Bay Pompano Beach (PAID)	\$ 14,682,911.50	0.089333%	\$ 13,116.73
Binford Medical Developers	\$ 7,450,000.00	0.061217%	\$ 4,560.70
Bundy Canyon \$2,500,000	\$ 2,300,000.00	0.061216%	\$ 1,407.97
Bundy Canyon \$5,000,000	\$ 4,250,000.00	0.061217%	\$ 2,601.73
Bundy Canyon \$5,725,000	\$ 5,725,000.00	0.061217%	\$ 3,504.69
Bundy Canyon \$7,500,000	\$ 6,450,000.00	0.061217%	\$ 3,948.52
Cabernet	\$ 2,670,000.00	0.061217%	\$ 1,634.48
Castaic Partners II, LLC	\$ 5,600,000.00	0.061217%	\$ 3,428.17
Castaic Partners III, LLC	\$ 4,675,000.00	0.061217%	\$ 2,861.90
Charlevoix Homes, LLC	\$ 3,400,000.00	0.061217%	\$ 2,081.37
ComVest Capital	\$ 4,125,000.00	0.061217%	\$ 2,525.20
Copper Sage Commerce Center Phase II	\$ 3,550,000.00	0.061217%	\$ 2,173.20
Comman Toltec 180, LLC	\$ 6,375,000.00	0.061217%	\$ 3,902.61
Del Valle - Livingston	\$ 19,250,000.00	0.061218%	\$ 11,784.43
Eagle Meadows Development	\$ 31,050,000.00	0.061218%	\$ 19,008.15
Fiesta Murrieta	\$ 6,500,000.00	0.061217%	\$ 3,979.13
Fiesta USA/Stoneridge	\$ 10,000,000.00	0.061218%	\$ 6,121.76
Foxhill 216, LLC	\$ 29,291,949.99	0.061218%	\$ 17,931.91
Gramercy Court Condos	\$ 34,884,500.00	0.390231%	\$ 136,130.23
Harbor Georgetown	\$ 8,800,000.00	0.061218%	\$ 5,387.14
Hesperia II	\$ 4,250,000.00	0.061217%	\$ 2,601.73
HFA - Clear Lake	\$ 16,050,000.00	0.061218%	\$ 9,825.45
Huntsville	\$ 10,475,000.00	0.061218%	\$ 6,412.55
La Hacienda Estate (PAID)	\$ 6,255,000.00	0.089333%	\$ 5,587.80
Lake Helen Partners	\$ 3,159,704.13	0.061217%	\$ 1,934.27
Margarita Annex	\$ 12,000,000.00	0.061218%	\$ 7,346.12
Marlton Square	\$ 30,000,000.00	0.061218%	\$ 18,365.36
Mountain House Business Park	\$ 16,800,000.00	0.061218%	\$ 10,284.58
Oak Shores II	\$ 12,150,000.00	0.061218%	\$ 7,437.95
Ocean Atlantic \$9,425,000	\$ 8,925,000.00	0.061218%	\$ 5,463.67
Palm Harbor One	\$ 24,227,719.35	0.061218%	\$ 14,831.69
Shamrock Tower, LP (PAID)	\$ 1,008,627.35	0.089333%	\$ 901.04
Tapia Ranch	\$ 22,000,000.00	0.061218%	\$ 13,467.92
Ten-Ninety, Ltd./\$4,150,000	\$ 4,150,000.00	0.061217%	\$ 2,540.51
The Gardens, LLC \$2,425,000	\$ 1,925,000.00	0.061216%	\$ 1,178.42
The Gardens, LLC Timeshare	\$ 3,577,719.33	0.061218%	\$ 2,190.21
	\$ 451,729,422.33		\$ 383,370.25